

**APPLICATION FOR CERTIFICATE TO BECOME A  
TELECOMMUNICATIONS CARRIER**

**EQUINOX INTERNATIONAL, LLC**

**EXHIBIT A**

**STAFF CONTACTS**

- a) issues related to processing this application

Todd H. Lowe, President  
Visiology, Inc.  
16061 **Carmel** Bay Drive, **Northport**, Alabama 35475  
(205) 330-1701 (205) 330-1705 [toddlowe@visiology.com](mailto:toddlowe@visiology.com)

- b) consumer issues

Richard Pierce  
575 **Tollway** Road, Suite B  
Elgin, IL 60123  
(847) 429-1700 (847) 429-1729 email [Commgroup@worldnet.att.net](mailto:Commgroup@worldnet.att.net)

- c) customer complaint resolution

Richard Pierce  
575 **Tollway** Road, Suite B  
Elgin, IL 60123  
(847) 429-1700 (847) 429-1729 email [Commgroup@worldnet.att.net](mailto:Commgroup@worldnet.att.net)

- d) technical and service quality issues

Richard Pierce  
575 **Tollway** Road, Suite B  
Elgin, IL 60123  
(847) 429-1700 (847) 429-1729 email [Commgroup@worldnet.att.net](mailto:Commgroup@worldnet.att.net)

- e) “tariff” and pricing issues

Richard Pierce  
575 **Tollway** Road, Suite B  
Elgin, IL 60123  
(847) 429-1700 (847) 429-1729 email [Commgroup@worldnet.att.net](mailto:Commgroup@worldnet.att.net)

- f) 9-1-1 issues

Richard Pierce  
575 **Tollway** Road, Suite B  
Elgin, IL 60123  
(847) 429-1700 (847) 429-1729 email [Commgroup@worldnet.att.net](mailto:Commgroup@worldnet.att.net)

- g) security/law enforcement

Richard Pierce  
575 **Tollway** Road, Suite B  
Elgin, IL 60123  
(847) 429-1700 (847) 429-1729 email [Commgroup@worldnet.att.net](mailto:Commgroup@worldnet.att.net)

**APPLICATION FOR CERTIFICATE TO BECOME A  
TELECOMMUNICATIONS CARRIER**

**EQUINOX INTERNATIONAL, LLC**

**EXHIBIT B**

**CORPORATE DOCUMENTS**

# **APPLICATION FOR CERTIFICATE TO BECOME A TELECOMMUNICATIONS CARRIER**

## **EQUINOX INTERNATIONAL, LLC**

### **EXHIBIT C**

#### **MANAGERIAL AND TECHNICAL EXPERTISE**

Richard Pierce is Managing Partner of Equinox International, LLC and President and Secretary of Equinox Systems Corp. Mr. Pierce has been working in the telecommunications industry since his discharge from the U.S. Marine Corps in 1966. His first telecommunications position was as an Account Executive with Illinois Bell. Mr. Pierce progressed through several positions with increasing responsibility and left Illinois Bell as a Sales Manager. After leaving Illinois Bell, Mr. Pierce went with Katy Industries as Communications Equipment Sales Manager with responsibilities that included installation and design of all large PBX installations as well as all network facility design. In 1980 Mr. Pierce joined Telephone Equipment Brokers as Vice President - Operations and Sales. At Telephone Equipment Brokers, Mr. Pierce was responsible for all installation, service, and maintenance in Illinois as well as serving as inter company coordinator on consulting services provided to Bell South Communications. In 1990, Mr. Pierce founded Equinox Systems Corp.

Marcus McEwen has spent most of his career in telecommunications. He was an Account Executive with AT&T from 1981 to 1984 in Miami, Florida. He then became Technical Manager for Tel Plus in Atlanta, Georgia until 1987 when he joined Bell South as a Regional Manager in Chicago in 1988. In 1991, He returned to Atlanta as Regional Manager of AudioFax. Mr. McEwen was with Prairie Systems from 1992 to 1996 and serves as a Director of Equinox International. Mr. McEwen earned a B.A. from the University of Florida in 1978 and a M.P.A. from the University of Miami in 1981.

**APPLICATION FOR CERTIFICATE TO BECOME A  
TELECOMMUNICATIONS CARRIER**

**EQUINOX INTERNATIONAL, LLC**

**EXHIBIT D**

**OFFICERS AND SHAREHOLDERS**

Marcus McEwen  
Managing Partner  
Equinox International, LLC  
125 Boeger - Suite 201 A  
Arlington Heights, IL 60004  
(847) 429-1700

Richard Pierce  
Managing Partner  
Equinox International, LLC  
125 Boeger - Suite 201 A  
Arlington Heights, IL 60004  
(847) 429-1700

Travel Marketing  
2533 North Carson Rd  
Suite 3000  
Carson City, NV 89706  
(702) 841-4065

**APPLICATION FOR CERTIFICATE TO BECOME A  
TELECOMMUNICATIONS CARRIER**

**EQUINOX INTERNATIONAL, LLC**

**EXHIBIT E**

**FINANCIAL STATEMENTS**

EQUINOX INTERNATIONAL, L.L.C.  
 PRELIMINARY  
 BALANCE SHEET  
 DECEMBER 31, 1999  
 (UNAUDITED)

## A S S E T S

## CURRENT ASSETS

CASH - CITIBANK	75,960.68	
CASH - FLEET	1,956.21	
CASH - CITIBANK	479.94	
CASH - MONEY MARKET	4,111.63	
CASH - SAVINGS	1.65	
ACCOUNTS RECEIVABLE	576,530.61	
DUE FROM EQUINOX SYSTEMS	1,662.53	
DUE FROM CRYSTAL MANAGEMENT	40,958.68	
DUE FROM JACQUES ORIOL	<u>(71.00)</u>	
TOTAL CURRENT ASSETS		701,590.93

## PROPERTY AND EQUIPMENT

	COST	ACCUMULATED DEPRECIATION	NET	
LEASEHOLD IMPROVEMENTS	6,190.00	1,796.00	4,394.00	
MACHINERY AND EQUIPMENT	513,688.31	260,478.87	253,209.44	
FURNITURE AND FIXTURES	13,805.83	7,766.44	6,039.39	
WEB PAGE DEVELOPMENT	<u>8,872.00</u>	<u>0.00</u>	<u>8,872.00</u>	
NET PROPERTY & EQUIPMENT	<u>542,556.14</u>	<u>270,041.31</u>		272,514.83

## OTHER ASSETS

DEPOSITS	3,000.00	
ORGANIZATION EXPENSE	2,631.57	
A/A-ORGANIZATION EXP.	<u>(1,294.57)</u>	
TOTAL OTHER ASSETS		<u>4,337.00</u>

## TOTAL ASSETS

978,442.76

SEE ACCOUNTANT'S COMPILATION REPORT

EQUINOX INTERNATIONAL, L.L.C.  
PRELIMINARY  
BALANCE SHEET  
DECEMBER 31, 1999  
(UNAUDITED)

## LIABILITIES AND MEMBERS' EQUITY

## CURRENT LIABILITIES

ACCOUNTS PAYABLE	550,619.38	
NOTES PAYABLE	9,791.58	
EMPLOYEE FEDERAL W/H	4,398.76	
EMPLOYEE STATE W/H - IL	1,556.25	
EMPLOYEE STATE W/H - NJ	794.10	
EMPLOYEE UI/HC/WF W/H - NJ	186.20	
EMPLOYEE DISABILITY W/H - NJ	219.06	
STATE REPLACEMENT TAX PAYABLE	(606.00)	
ACCRUED FEDERAL U/C	91.60	
ACCRUED STAT?? V/C - NJ	<u>1,051.33</u>	
TOTAL CURRENT LIABILITIES		568,102.26

## MEMBERS' EQUITY

UNDISTRIBUTED TAXABLE INCOME	(111,293.09)	
PARTNERS CAPITAL-R. PIERCE	40,419.45	
PARTNERS CAPITAL-M. MC EWEN	27,859.45	
PARTNERS CAPITAL-TRAVEL MRKTG	19,838.91	
DISTRIBUTION - RICHARD PIERCE	(45,125.00)	
DISTRIBUTION - MARCUS MC EWEN	(45,125.00)	
DISTRIBUTION - TRAVEL MRKTING	(154,000.00)	
DISTRIBUTION - JACQUES ORIOL	(7,919.16)	
DISTRIBUTION - BRIGHT COM	(1,800.00)	
DISTRIBUTION - THOMAS GRUMET	(3,180.00)	
DISTRIBUTION - C. RAGONESI	(15,010.00)	
NET INCOME	<u>705,674.94</u>	
TOTAL MEMBERS' EQUITY		<u>410,340.50</u>

TOTAL LIABILITIES AND  
MEMBERS' EQUITY

978,442.76

SEE ACCOUNTANT'S COMPILATION REPORT



EQUINOX INTERNATIONAL, L.L.C.  
 PRELIMINARY  
 STATEMENT OF INCOME  
 (UNAUDITED)

	<u>8 Months Ended Dec. 31. 1999</u>	<u>Pct</u>
INCOME		
SALES	63,763.56	2.08
SALES - CALLING CARD	165,232.27	5.39
SALES - <b>FAX</b> BROADCASTING	2,720,642.72	88.72
SALES - INTERNATIONAL	84,766.11	2.76
SALES - TELEX	808.95	0.03
SALES - TRAVEL MARKETING	31,275.45	1.02
TOTAL INCOME	<u>3,066,489.06</u>	<u>100.00</u>
 COST OF SALES		
TRAFFIC CHARGES	1,566,754.43	51.09
TELEPHONIC SUPPORT	16,162.36	0.53
CIRCUIT FEES	90,793.68	2.96
CUSTOMER SERVICE	11,034.21	0.36
CUSTOM FEES	608.40	0.02
BILLING SERVICES	45,362.32	1.48
TELEX CHARGES	6,479.92	0.21
EQUIPMENT REPAIR	4,184.06	0.14
EQUIPMENT EXPENSE	279.56	0.01
SYSTEM MAINTENANCE	26,010.00	0.85
TAXES - FEDERAL EXCISE	3,079.27	0.10
MISCELLANEOUS PURCHASES	5,549.26	0.18
TOTAL COST OF SALES	<u>1,776,297.47</u>	<u>57.93</u>
 GROSS PROFIT	 1,290,191.59	 42.07
 LESS:		
FIXED EXPENSES	23,909.53	0.78
OPERATING EXPENSES	<u>562,263.96</u>	<u>18.34</u>
 INCOME (LOSS) FROM OPERATIONS	 <u>704,018.10</u>	 <u>22.96</u>
 OTHER INCOME AND (EXPENSE)		
INTEREST INCOME	16.67	0.00
OTHER INCOME	1,640.17	0.05
TOTAL OTHER INCOME (EXPENSE)	<u>1,656.84</u>	<u>0.05</u>
 NET INCOME OR (LOSS)	 <u>705,674.94</u>	 <u>- 23.01</u>

SEE ACCOUNTANT'S COMPILATION REPORT

EQUINOX INTERNATIONAL, L.L.C.  
PRELIMINARY  
SCHEDULE OF OPERATING EXPENSES  
(UNAUDITED)

	8 Months Ended Dec. 31. 1999	Pct
OPERATING EXPENSES		
SALARIES AND WAGES	10,815.00	0.35
SALARIES - MANAGERS	135,750.00	4.43
ADVERTISING	4,786.28	0.16
AMORTIZATION	526.31	0.02
AUTO EXPENSE	13,349.09	0.44
BANK CHARGES	1,065.47	0.03
COMMISSIONS	66,777.69	2.16
COMPUTER SUPPLIES	735.62	0.02
CONSULTING	1,000.00	0.03
DELIVERY EXPENSES	780.55	0.03
DEPRECIATION EXPENSE	70,561.91	2.30
DONATIONS	25.00	0.00
DUES AND SUBSCRIPTIONS	2,868.62	0.09
ENTERTAINMENT	346.63	0.01
EQUIPMENT RENTAL	1,138.50	0.04
INSURANCE	3,279.66	0.11
INSURANCE-GROUP	22,310.38	0.73
INTEREST EXPENSE	13,862.93	0.45
LEASED AUTO	2,051.08	0.07
LEGAL AND ACCOUNTING	8,323.20	0.27
LICENSES AND PERMITS	2,114.85	0.07
MANAGEMENT FEE	8,000.00	0.26
OFFICE SUPPLIES AND EXPENSE	6,981.28	0.23
OUTSIDE SERVICE	18,587.05	0.61
POSTAGE	1,729.65	0.06
PROFESSIONAL FEES	17,612.50	0.57
PROMOTION	146.40	0.00
RENT	30,685.70	1.00
REPAIRS AND MAINTENANCE	3,271.70	0.11
SALES EXPENSES	4,724.76	0.15
SECURITY SERVICE	843.01	0.03
TAXES-GENERAL	521.90	0.02
TAXES-CORPORATE STATE INCOME	988.33	0.03
TAXES-PAYROLL	13,921.90	0.45
TAXES-STATE U/c	358.97	0.01
TELEPHONE	32,915.06	1.07
TRAVEL	49,611.06	1.62
UTILITIES	7,765.21	0.25
MISCELLANEOUS EXPENSE	1,128.05	0.04
	<hr/>	<hr/>
TOTAL OPERATING EXPENSES	<u>562,263.96</u>	<u>18.34</u>

SEE ACCOUNTANT'S COMPILATION REPORT

LLC. File Number: 00126098

Filing Deadline is Prior to: 07/01/1999

This report must be RECEIVED in the office of the Secretary of State prior to the anniversary date to avoid late filing penalties and eventual administrative dissolution of its organization.

Form **LLC-50.1 (D)**

January 1999

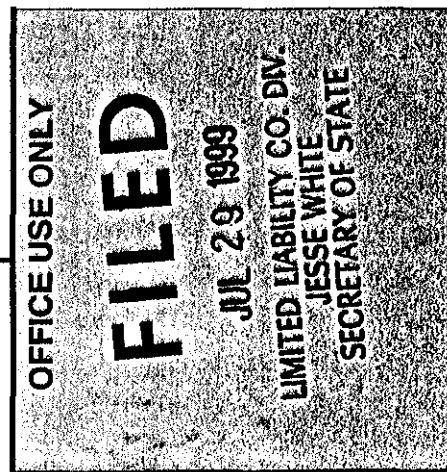
Jesse White  
secretary of state-state of Illinois  
Domestic **Limited** Liability Company  
Annual **Report**

**\$200 FILING FEE**

Filing Fee See Below

**Submit in Duplicate**

Must be typewritten



1. Limited Liability Company name: Registered Agent, Registered Office. City, IL, ZIP Code

EQUINOX INTERNATIONAL, L. L. C.  
HELEN M WYDRA  
444 N NORTHWEST HWY STE 180  
PARK RIDGE IL, 60068-0000

2. REGISTERED AGENT/ADDRESS CHANGES ONLY:

(Articles of Amendment, LLC-5.25. must also be submitted if changes are shown.)

REGISTERED AGENT:

REGISTERED OFFICE:

CITY, IL, ZIP CODE, COUNTY:

3. Federal Employer Identification Number: 36-4160104

4. Address of the office at which the records required by Section 1-40 are to be kept is:

125 Boeger, Suite 201-A  
(Number) (Street) (Suite)  
Arlington Heights, IL 60004  
(City, State) (ZIP Code) Cook (County)

5. Names and addresses of the managers or, if none, the members:

Name	Number & Street	City, State	ZIP Code	Select one: MGR/MBR
Richard El. Pierce	125 Boeger, Suite 201-A	Arlington Heights, IL	60004	Mgr
Marcus McEwen	275 N. W. 13th St. #208	Atlanta, GA	30309	Mar

6. The mgrs/mbrs, which are entities, affirm the evidence of existence on file with the Illinois Secretary of State is still intact.

7. The undersigned affirms, under penalties of perjury, having authority to sign thereto. that this annual report is to the best of my knowledge and belief, true, correct and complete.

Payment may be made by business firm check payable to Secretary of State. (If check is returned for any reason this filing will be nullified.)

Return to:

Department of Business Services  
Limited Liability Company Division  
Room 359, Howlett Building  
Springfield, IL 62756

Dated June 15, 99  
(Date & Month) (Year)

Richard M. Pierce  
(Signature)

Richard M. Pierce, Manager

(Type or print Name and Title of Mgr. or Mbr.)

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

97555352

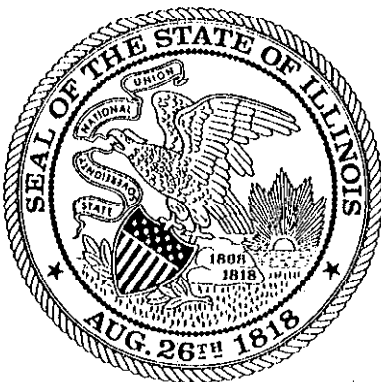


Whereas, ARTICLES OF ORGANIZATION OF

EQUINOX INTERNATIONAL, L.L.C.,  
ORGANIZED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE LIMITED  
LIABILITY COMPANY ACT OF ILLINOIS, IN FORCE JANUARY 1, 1994.

*Now Therefore, I, George H. Ryan, Secretary of State  
of the State of Illinois, by virtue of the powers vested in me by  
law, do hereby issue this certificate of organization under the  
Illinois Limited Liability Company Act.*

*In Testimony Whereof, I hereto set my hand and cause to  
be affixed the Great Seal of the State of Illinois, at  
the City of Springfield, this \_\_\_\_\_ 7TH  
day of \_\_\_\_\_ JULY \_\_\_\_\_ A.D. 19 \_\_\_\_\_ 97 \_\_\_\_\_ and  
of the Independence of the United States  
the two hundred and \_\_\_\_\_ 22ND*



*George H. Ryan*  
\_\_\_\_\_  
SECRETARY OF STATE

97555352

27-50  
JIB

<b>Form LLC-5.5</b> January 1995 George H. Ryan Secretary of State Department of Business Services Limited Liability Company Division Room 359, Howlett Building Springfield, IL 62756  Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."	<b>Illinois</b> <b>Limited Liability Company Act</b> <b>Articles of Organization</b>  Filing Fee \$500. <b>SUBMIT IN DUPLICATE</b> Must be typewritten  This space for use by Secretary of State <div style="border: 1px solid black; padding: 5px; display: inline-block;">           07 07 1997            0012 609 8            \$500.00            LB         </div> Date _____ Assigned File # _____ Filing Fee _____ Approved: _____	This space for use by Secretary of State  <b>FILED</b> JULY 7, 1997  LIMITED LIABILITY CO. DIV. GEORGE H. RYAN SECRETARY OF STATE  <b>PAID</b> JULY 7, 1997
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1. **Limited Liability Company Name:** EQUINOX INTERNATIONAL, L.L.C.

(The LLC name must contain the words limited liability company or L.L.C. and cannot contain the terms corporation, corp., incorporated, inc., ltd., co., limited partnership, or L.P.)

2. **Transacting business under an assumed name:** ☐ Yes ☒ No.  
 (If YES, a Form LLC-1.20 is required to be completed and attached to these Articles.)

3. The address, including county, of its **principal** place of business: (Post office box alone and c/o are unacceptable.) 125 Boeger, Suite 201-A, Arlington Heights, IL 60004 Cook County

4. Federal Employer Identification Number (F.E.I.N.): applied for

5. The Articles of Organization **are** effective on: (Check one)

a) X the filing date, or b) \_\_\_\_\_ another date later than but not more than 60 days subsequent to the filing date: \_\_\_\_\_  
 (month, day, year)

6. The registered agent's name and registered office address is:

<b>Registered agent:</b>	<u>Helen M. Wydre</u>		
	<small>First Name</small>	<small>Middle Initial</small>	<small>Last Name</small>
<b>Registered Office:</b>	<u>444 N. Northwest Highway, Suite 180</u>		
(P.O. Box alone and c/o are unacceptable)	<small>Number</small>	<small>Street</small>	<small>Suite #</small>
	<u>Park Ridge, IL 60068</u>		<u>Cook</u>
	<small>City</small>	<small>Zip Code</small>	<small>County</small>

7. Purpose or purposes for which the LLC is organized: Include the business code # (from IRS Form 1065) (If not sufficient space to cover this point, add one or more sheets of this size.)  
 IRS Business Code #4800 - Communications. The purpose of this Company is to be a provider of various and sundry international telecommunication services and to engage in and to do any lawful act concerning any and all lawful businesses for which Limited Liability Companies may be organized under the Illinois Limited Liability Company Act.

6. The latest date the company is to dissolve December 31, 2047  
 (month, day, year)

And other events of dissolution enumerated on an attachment. (Optional) See Attached Statement 1.

975535

LLC-5.5

0. Other provisions (or ~~the~~ regulation of the Internal affairs of the LLC per Section 5-5 (a) **(8)** included as attachment:

☒ Yes ☐ No

If yes, state the provisions(s) and the statutory cite(s) from the ILLCA.

See attached Statement 2. **15.5**

10. a) Management is vested, in whole or in part, in managers:  
If yes, list their names and business addresses.

☒ Yes ☐ No

Richard M. Pierce  
125 Boeger, Suite 201-A  
Arlington Heights, IL 60004

Marcus McEwen  
498 Robin Lane  
Marietta, GA 30067

- b) Management is retained, in whole or in part, by the members:  
If yes, list their names and addresses.

☒ Yes ☐ No

If no, the company has 2 or more members pursuant to S. 5-1 of the ILLCA.

Richard M. Pierce  
125 Boeger, Suite 201-A  
Arlington Heights, IL 60004

Marcus McEwen  
498 Robin Lane  
Marietta, GA 30067

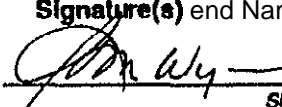
Travel Marketing, Ltd.  
2533 N. Carson St., Suite 3000  
Caron City, NV 89706

11. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that these articles of organization are to the best of my knowledge and belief, true, correct and complete.

Dated July 7 1997

Signature(s) and Name(s) of Organizer(s)

Business Address(es)

1.   
Signature  
Helen M. Wydra  
(Type or print name and title)  
(Name if a corporation or other entity)
2. \_\_\_\_\_  
Signature  
(Type or print name and title)  
(Name if a corporation or other entity)
3. \_\_\_\_\_  
Signature  
(Type or print name and title)  
(Name if a corporation or other entity)

1. 444 N. Northwest Highway, Suite 180  
Number Street  
Park Ridge  
City/Town  
IL 60068  
State Zip Code
2. \_\_\_\_\_  
Number Street  
City/Town  
State Zip Code
3. \_\_\_\_\_  
Number Street  
City/Town  
State Zip Code

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

9755052

ATTACHMENT TO FORM LLC-5.5

EQUINOX INTERNATIONAL. L.L.C.

statement 1 - Item 8

section 35-1

- A. Upon the agreement of the **Members**, which shall be in writing and unanimous.

Statement 2 - Item 9

Section 15-5

1. INTERNAL AFFAIRS : Regulation of the internal affairs of the Company and **its** Members shall be governed by the Operating Agreement of the Company, a copy of which shall be provided, at the Company's cost, by the **Manager(s)** to each present and subsequent Member of the Company.

97555353

JESSE WHITE  
COOK COUNTY RECORDER

T#5555 TRAN 3 9 7 4 07/31/97 10:29:00  
\*--97-555352  
DEPT-01RECORDING \$27.50  
\* AMT DUE \* 527.50  
CHECK - A TEND. \$27.50  
TOTAL TENDERED \$27.50  
CHANGE DUE \$0.00

THANK YOU



File Number

5941-340-6

97447393

DEPT-01 RECORDING

\$25.50

T#2222 TRAN 9693 06/23/97 08:40:00  
#9745 R C \*-97-447393  
COOK COUNTY RECORDER

# State of Illinois

## Office of The Secretary of State

Whereas,

ARTICLES OF INCORPORATION OF  
EQUINOX INTERNATIONAL CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN  
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE  
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

97447393

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 12TH day of MAY A.D. 19 97 and of.. the Independence of the United States the two hundred and 21ST



*George H. Ryan*

Secretary of State

C-212.2

\$25.50  
SAM

(Rev. Jan. 1995)

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756

This space for use by Secretary of State

**FILED**

MAY 12 1997

GEORGE H. RYAN  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE!**This space for use by  
Secretary of State

Date 5-12-97

Franchise Tax \$25.00

Filing Fee \$75.00

Approved: \$100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. CORPORATE NAME: EQUINOX INTERNATIONAL CORPORATION

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Helen M. Wydra

First Name

Middle Initial

Last name

444 N. Northwest Highway, Suite 180

Initial Registered Office:

Number

Street

Suite #

Park Ridge

IL

60068

Cook

City

Zip Code

County

3. Purpose or purposes for which the corporation is organized:

(If not sufficient space to cover this point, add one or more sheets of this size.)

Various and sundry international telecommunication services and the transaction of any or all lawful business for which Corporations can be incorporated under the Illinois Business corporation Act.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
common	\$ npv	10,000	1,000	\$ 1,000

TOTAL = \$1,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

none

(over)

97447293

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: \_\_\_\_\_  
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address	City, State, ZIP

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_  
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_  
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_  
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

7. **OPTIONAL: OTHER PROVISIONS**  
Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated 5/8, 19 97

Signature and Name	Address
1. <u>[Signature]</u> Helen M. Wydra (Type or Print Name)	1. 444 N. Northwest Highway, Suite 180 Street. Park Ridge, IL 60068 City/Town State Zip Code
2. _____ Signature (Type or Print Name)	2. _____ Street City/Town State Zip Code
3. _____ Signature (Type or Print Name)	3. _____ Street City/Town State Zip Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

**FEE SCHEDULE**

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (61.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
- The filing fee is \$75.
- The minimum **total** due (franchise tax + filing fee) is \$100.  
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16.667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.  
Illinois Secretary of State Springfield, IL 62756  
Department of Business Services Telephone (217) 782-9522 or 782-9523